

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MINING PROJECT WIND DOWN HOLDINGS,
INC. (f/k/a Compute North Holdings, Inc.), *et al.*,

Reorganized Debtors.¹

Chapter 11

Case No. 22-90273 (MI)

(Jointly Administered)

**STIPULATION AND AGREED ORDER BY AND BETWEEN
THE PLAN ADMINISTRATOR AND HAYLO GROUP INC.,
CULVER VENTURES LLC, AND OMNIFIC VENTURES INC.**

Tribolet Advisors LLC, in its capacity as Plan Administrator (“Plan Administrator”) in the above-captioned bankruptcy cases (the “Bankruptcy Cases”), and Haylo Group Inc. (“Haylo”), Culver Ventures LLC (“Culver”), and Omnific Ventures Inc. (“Omnific” and, together with the Plan Administrator, Haylo, and Culver, the “Parties”), hereby enter into this stipulation and agreed order (the “Stipulation”) as follows:

¹ On September 28, 2023, the Court entered the *Final Decree Closing Certain Cases and Amending Caption of Remaining Cases* [Docket No. 1287], closing the chapter 11 cases of the following sixteen entities: Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The chapter 11 cases of the remaining three Reorganized Debtors: Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); and Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551), shall remain open and jointly administered under the above caption. The Reorganized Debtors’ service address for the purposes of these chapter 11 cases is 2305A Elmen Street, Houston, TX 77019.

WHEREAS, on September 22, 2022 (the “Petition Date”), each of the above-captioned debtors (the “Debtors” and, as of the effective date of the Plan, the “Reorganized Debtors”) in the Bankruptcy Cases filed voluntary petitions for relief under chapter 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”).

WHEREAS, on February 16, 2023, the Bankruptcy Court entered an order (the “Confirmation Order”) confirming the *Third Amended Joint Liquidating Chapter 11 Plan of Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.) and Its Debtor Affiliates* (the “Plan”).²

WHEREAS, the Plan Administrator is governed by the Amended Plan Administrator Agreement (the “Plan Administrator Agreement”).³ Pursuant to the Confirmation Order and Plan Administrator Agreement, the Plan Administrator is tasked with, among other things: (1) serving as the sole manager, director, and officer of the Reorganized Debtors as of the Plan’s effective date; (2) implementing the Plan and any applicable orders of the Court; and (3) reconciling and resolving claims asserted against the Reorganized Debtors’ estates.⁴

WHEREAS, between November 23, 2022 and April 10, 2023, Haylo filed various proofs of claim in the Mining Project Wind Down LLC f/k/a Compute North LLC bankruptcy case, claim numbers 10147, 10164, 10167, and 10170 (the “Haylo Claims”).

WHEREAS, between November 23, 2022 and March 17, 2023, Culver filed various proofs of claim in the Mining Project Wind Down LLC f/k/a Compute North LLC bankruptcy case, claim numbers 10145, 10166, and 10169 (the “Culver Claims”).

² Docket No. 1019.

³ Docket No. 1079, Exhibit E.

⁴ Plan §§ 4.2.5, 7.3; Confirmation Order ¶¶ 53, 88; Plan Administrator Agreement § 1.3.

WHEREAS, between November 23, 2022 and April 10, 2023, Omnific filed various proofs of claim in the Mining Project Wind Down LLC f/k/a Compute North LLC bankruptcy case, claim numbers 10144, 10165, 10168 and 10171 (the “Omnific Claims” and, together with the Haylo Claims and the Culver Claims, the “Claims”).

WHEREAS, the Plan Administrator disputes the amounts of the Claims.

WHEREAS, following negotiations, the Parties have reached an agreement resolving and settling the Claims, which agreement is memorialized herein.

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated into this Stipulation, it is stipulated and agreed by and among the Parties, and upon approval by the Bankruptcy Court, it is SO ORDERED as follows:

1. Haylo stipulates and agrees that the Haylo Claims shall be and are hereby modified to reflect a single general unsecured claim in the Mining Project Wind Down, LLC f/k/a Compute North LLC bankruptcy case in the sum of \$162,289.16.
2. Culver stipulates and agrees that the Culver Claims shall be and are hereby modified to reflect a single general unsecured claim in the Mining Project Wind Down, LLC f/k/a Compute North LLC bankruptcy case in the sum of \$35,028.73.
3. Omnific stipulates and agrees that the Omnific Claims shall be and are hereby modified to reflect a single general unsecured claim in the Mining Project Wind Down, LLC f/k/a Compute North LLC bankruptcy case in the sum of \$20,000.00.
4. The Parties agree that the Claims shall be allowed in the Mining Project Wind Down LLC bankruptcy case as modified in accordance with this Stipulation, without the need for a formal amendment to proof of claim.

5. Haylo, Culver, and Omnific stipulate and agree that, except as expressly set forth in this Stipulation, any and all claims against the Debtors, the Reorganized Debtors, or their bankruptcy estates are hereby waived.

6. The Parties further stipulate and agree that the Plan Administrator may direct the Claims and Solicitation Agent, Epiq Corporate Restructuring, LLC, to update the official claims register to reflect this Stipulation.

7. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Stipulation shall be effective and enforceable upon approval and entry by the Bankruptcy Court.

8. The Bankruptcy Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

Signed:

Marvin Isgur
United States Bankruptcy Judge

AGREED AS TO FORM AND SUBSTANCE:

Dated: November 8, 2023

/s/ Charles R. Gibbs
Charles R. Gibbs
Texas State Bar No. 7846300
MCDERMOTT WILL & EMERY LLP
2501 North Harwood Street, Suite 1900
Dallas, TX 75201-1664
Telephone: (214) 295-8000
Facsimile: (972) 232-3098
Email: crgibbs@mwe.com

– and –

/s/ Jason S. Brookner
Jason S. Brookner
Texas State Bar No. 24033684
GRAY REED
1601 Elm Street, Suite 4600
Dallas, TX 75201
Telephone: (469) 320-6132
Facsimile: (469) 320-6894
Email: jbrookner@grayreed.com

*Counsel to Haylo Group Inc., Culver
Ventures LLC, and Omnific Ventures Inc.*

Kara E. Casteel (admitted *pro hac vice*)
Jennifer A. Christian (admitted *pro hac vice*)
Nicholas C. Brown (admitted *pro hac vice*)

ASK LLP

2600 Eagan Woods Drive, Suite 400
St. Paul, MN 55121

Telephone: (651) 289-3846

Facsimile: (651) 406-9676

E-mail: kcasteel@askllp.com
jchristian@askllp.com
nbrown@askllp.com

*Counsel to the Mining Project Wind Down
Holdings, Inc. Litigation Trust and the
Plan Administrator*

Certificate of Service

I certify that on November 8, 2023, I caused a copy of the foregoing document to be served by (i) the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas (the “ECF System”) on all parties registered to receive service via the ECF System in these cases.

I further certify that on November 8, 2023, I caused a copy of the foregoing document to be served by electronic mail and U.S. First Class Mail on counsel for Haylo Group Inc., Culver Ventures LLC, and Omnific Ventures Inc. at the following addresses:

Jason S. Brookner
GRAY REED
1601 Elm Street, Suite 4600
Dallas, Texas 75201
Email: jbrookner@grayreed.com

/s/ Charles R. Gibbs

Charles R. Gibbs